

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IMS Health Incorporated
660 West Germantown Pike
Plymouth Meeting, PA 19462,

Plaintiff,

V.

Thomas J. Welch d/b/a
Welch Consulting, Inc.
335 East Edgewater Way
Newark, DE 19702

and

Thomas J. Welch, an individual
335 East Edgewater Way
Newark, DE 19702,

Defendants

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Civil Action No. 03-1396

CONSENT JUDGMENT

CONSENT JUDGMENT

Plaintiff, IMS Health, Incorporated ("IMS Health"), having filed a Complaint for Civil Action No. 03-1396, against Defendants, Thomas J. Welch and Thomas J. Welch d/b/a Welch Consulting, Inc. (individually and collectively "WCI") alleging claims for federal unfair competition under the United States Trademark (Lanham) Act of 1946, misappropriation and misuse of trade secrets, breach of contract, and breach of fiduciary duty, and the parties, having agreed upon a resolution of this matter prior to a trial on the merits hereby consent to the entry of judgment as follows:

1. This Court has jurisdiction over the parties and subject matter of this action, and shall retain jurisdiction concerning any disputes arising from this Order.

2. Plaintiff is the owner of the electronic mail address US.IMSHEALTH.COM which utilizes the domain name IMSHEALTH.COM, and its Client Contact List, which is an IMS Health trade secret.

3. WCI shall return to IMS Health (and not retain any copies of) all IMS Health property in its possession, custody or control by June 13, 2003, including: (a) all client contact listings and software which WCI took or received from IMS Health and all copies thereof; (b) all electronic and paper documents, including e-mail communications, created by an IMS Health employee or consultant (including Mr. Welch during the time period that he was a consultant or employee of IMS Health), except for Mr. Welch's resume, personnel review reports, and the Complaint in this action; (c) all electronic and paper documents, including e-mail communications, created by a third party which was provided to IMS Health or Mr. Welch as an employee or consultant for IMS Health, excepting non-business personal items as provided in paragraph (d) of this Section, and (d) all electronic and paper documents, including e-mail communications and client contact listings, created by WCI while Mr. Welch was employed by or consulted for IMS Health and which is affiliated or related to IMS Health's business, except for non-business personal documents such as private communications among Mr. Welch's family members. It is understood that Welch and WCI have not asserted or admitted possession of all of the items identified in this paragraph, but agree to return any such items described.

4. WCI recognizes that items enumerated in sections 3(a) - (d) above are IMS Health property.

5. WCI represents and warrants that WCI shall not retain after June 13, 2003, any IMS Health property, and shall not solicit, accept, or engage in any consulting work employment, or contracting work, either directly or indirectly, with respect to the following companies in the areas and subjects specifically enumerated until after March 04, 2004:

(a) Merck & Company, for work relating to "Intellectual Customer Profiles"; such work by definition including the creation of a process map detailing the process and information flow within the functions of sales reporting, incentive compensation and territory alignments that are operations of the sales operation arena. The process maps are used to identify opportunities for process improvements and efficiencies using industry best practices as guidelines;

(b) Pfizer, Inc., for work related to "Integration of Data Assets to support Pfizer Information Architecture"; such work by definition including integration of the functions of Pharmacia into Pfizer's own operations and the integration of customer information into a single repository with unified and consistent business rules;

(c) Merck & Company, GSK, Glaxo SmithKline, Bristol Meyers Squibb, Novartis, Wyeth, Allergan, TAP, Amgen, AstraZeneca, and Aventis, for work relating to:

(i) IMS Health's "Body Pharma" project which relates to IMS Health's concepts and techniques for determining the best practices for the design of

pharmaceutical companies' sales and marketing data warehousing, as well as the storage and use of customer profile data; and

(ii) the preparation and development of a diagram showing the current sales and marketing computer infrastructure of a pharmaceutical company; the preparation and development of a diagram showing a proposed future sales and marketing computer infrastructure of a pharmaceutical company; or any work necessary to implement the changes proposed by such diagrams.; and

(d) Any other pharmaceutical company not specifically referenced in paragraph 5(c) above, relating to IMS Health's Body Pharma project.

6. Nothing herein shall preclude Thomas Welch and/or WCI from (i) working for any pharmaceutical companies in areas other than those defined in paragraphs 5 (a) –(d) above; (ii) accepting speaking engagements from any pharmaceutical manufacturer, or (iii) soliciting, accepting, or engaging in work related to a voice activated software system that has the ability to communicate with a home office application on a PDA or cell phone, in order to permit a home office to monitor sales activities in the field at a high rate of speed.

7. Each party shall bear its own costs and attorney's fees.

SO AGREED AND STIPULATED:

Respectfully submitted,

IMS Health Incorporated

Dated: JUNE 13, 2003

By: Harvey A. Ashman

Name:

Title:

HARVEY A. ASHMAN
VICE PRESIDENT

STRADLEY, RONON, STEVENS &
YOUNG, LLP

Dated: 6/27/03

By: Lee A. Rosengard

Lee A. Rosengard

2600 One Commerce Square
Philadelphia, PA 19103-7098
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Attorney for Plaintiff
IMS Health Incorporated

OF COUNSEL:

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30 Rockefeller Plaza
New York, NY 10112
(212) 408-2588

Thomas J. Welch &
Thomas J. Welch d/b/a/ Welch Consulting
Group, Incorporated

Dated: 6/23/03

Thomas J. Welch
Name:
Title:

MARCH, HURWITZ, & DeMARCO

Dated: 6/23/03

By: [Signature]
Gary A. Hurwitz
17 West Third Street
Media, Pennsylvania 19063
610-656-3950

SO ORDERED:

Dated: _____, 2003

By: _____
Honorable Jan E. DuBois
United States District Judge